

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended**

AND IN THE MATTER OF CARIBOU RESOURCES CORP.

NOTICE OF MOTION

TAKE NOTICE that an application will be made on behalf of Brookfield Bridge Lending Fund Inc. ("BBLF") before the Honourable Madam Justice K.M. Horner in Chambers at the Court House, at the City of Calgary, in the Province of Alberta, on Friday, the 25th day of May, 2007, at the hour of 10:30 o'clock in the forenoon or so soon thereafter as counsel may be heard for an Order:

- (a) approving and directing the sale of assets to BBLF or its assignee under the Revised BBLF Offer;
- (b) appointing a Receiver or Interim Receiver over the assets, undertakings and attributes of Caribou and authorizing and directing such Receiver to accept and implement the Revised BBLF Offer referenced in (a) above;
- (c) in the alternative, expanding the authority of the Monitor and authorizing and directing the Monitor to accept and implement the Revised BBLF Offer referenced in (a) above;
- (d) granting vesting Orders transferring all of Caribou's assets free and clear of all claims, rights and equities except for claims existing in priority to the BBLF secured indebtedness;
- (e) giving directions for the determination of priority and entitlement with respect to any disputed competing creditor claiming priority to Caribou's assets with respect to the BBLF secured indebtedness;

- (f) for a declaration that interest has been accruing at the Default Rate set out in the January 16 Credit Agreement;
- (g) in opposition to any request for a further extension of the CCAA proceedings other than to complete the asset sales referenced above; and
- (h) for such further and other relief that this Honourable Court may deem appropriate.

AND FURTHER TAKE NOTICE THAT the Applicant will rely upon the following in support of this application:

- (a) the First and Second Monitor's Reports, filed;
- (b) the Initial Order granted in these proceedings on January 30, 2007, and all other proceedings filed herein;
- (c) the Affidavit of James Reid sworn and filed April 30, 2007 and the second Affidavit of James Reid sworn and filed May 22, 2007;
- (d) the CCAA;
- (e) the Alberta *Rules of Court*;
- (f) the inherent jurisdiction of the Court; and
- (g) such further and other materials as counsel for BBLF may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 22nd day of May, 2007.

MACLEOD DIXON LLP

Per: _____

Howard A. Gorman

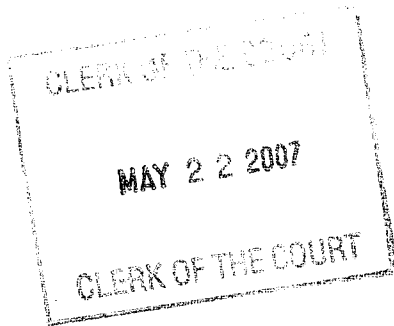
Counsel for Brookfield Bridge Lending Fund Inc.

To: Clerk of the Court
And To: Service List

Action No. 0701-01113

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returnable May 25, 2007

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